

**UNITED STATES BANKRUPTCY COURT,  
EASTERN DISTRICT OF NEW YORK**

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**In re:** :  
: Chapter 11  
: Case Nos. 09-40901 (CEC)  
**CARITAS HEALTH CARE, INC., et al.,** : through 09-40909 (CEC)  
: (Jointly Administered)  
**Debtors.** :  
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**ORDER APPROVING AUCTION PROCEDURES AND BID  
PROTECTIONS RESPECTING SALES OF THE DEBTORS' REAL PROPERTY**

Upon consideration of the motion (the “Motion”)<sup>1</sup> of Caritas Health Care, Inc. and the other above-captioned debtors and debtors-in-possession (each, a “Debtor,” and collectively, the “Debtors”), for entry of orders of this Court: (I) approving procedures for an auction respecting sales of the Debtors’ real property and, (II) subsequent to any such auction, authorizing such sales free and clear of liens, claims, encumbrances and interests; and notice of the Motion being sufficient and no further notice needing to be given; and the Debtors having articulated good and sufficient reasons for granting the Motion; and after due deliberation, and sufficient cause appearing therefor, it is hereby

**ORDERED**, that the Motion is hereby granted to the extent set forth herein; and it is further

**ORDERED**, that the Auction Procedures are hereby approved in their entirety, and the Debtors shall hold the Auction in conformity therewith; and it is further

**ORDERED**, that if the Stalking Horse Bidder is not the Successful Bidder with respect to the Mary Immaculate Campus, then pursuant to the Mary Immaculate Agreement,

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<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

Caritas is authorized to pay the Stalking Horse Bidder the Break-Up Fee from the proceeds of the sale to the competing bidder; and it is further

**ORDERED**, that the Sale Hearing shall be held on October 14, 2009 at 2:30 p.m.; and it is further

**ORDERED**, that objections, if any, to the Motion, other than with respect to relief granted herein, shall be set forth in writing and state with particularity the grounds for such objections or other statements of position and shall be electronically filed with the Bankruptcy Court and served upon (1) counsel for the Debtors, Proskauer Rose LLP, 1585 Broadway, New York, NY 10036, (Attn: Jeffrey W. Levitan, E-mail: [jlevitan@proskauer.com](mailto:jlevitan@proskauer.com), and Adam T. Berkowitz, E-mail [aberkowitz@proskauer.com](mailto:aberkowitz@proskauer.com)), Fax: 212-969-2900; (2) the Office of the United States Trustee, 271 Cadman Plaza East, Suite 4529, Brooklyn, New York 11201 (Attn: William E. Curtin, E-mail [william.e.curtin@usdoj.gov](mailto:william.e.curtin@usdoj.gov), and Valerie Millman, E-mail [valerie.millman@usdoj.gov](mailto:valerie.millman@usdoj.gov)), (3) counsel to DASNY, Winston & Strawn LLP, 200 Park Avenue, New York, New York 10166-4193 (Attn: David Neier, E-mail [dneier@winston.com](mailto:dneier@winston.com)); (4) counsel to SVCMC, Cadwalader, Wickersham & Taft LLP, One World Financial Center, New York, New York 10281 (Attn: Andrew M. Troop, E-mail [andrew.troop@cwt.com](mailto:andrew.troop@cwt.com), and Christopher R. Mirick, E-Mail [christopher.mirick@cwt.com](mailto:christopher.mirick@cwt.com)); (5) counsel to the Committee, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016 (Attn: Craig E. Freeman, Esq., E-mail [craig.freeman@alston.com](mailto:craig.freeman@alston.com)); and (6) any other party entitled to service under applicable rules, to be actually received by 4:00 p.m. (New York City time), on October 9, 2009, in accordance with the Auction and Sale Hearing Notice; and it is further

**ORDERED**, that the Debtors shall serve the Auction and Sale Hearing Notice upon (a) the U.S. Trustee; (b) the Dormitory Authority of the State of New York; (c) Healthcare

Finance Group, Inc.; (d) St. Vincents Catholic Medical Centers of New York; (e) the Committee; (f) all those who have entered an appearance in these cases pursuant to Bankruptcy Rule 2002; (g) all parties who have expressed interest in making a Bid or identified by the Debtors as a potential purchaser for which the Debtors were provided contact information; (h) all known entities holding or asserting a lien on the Real Estate; (i) the Office of the Attorney General of the State of New York; and (j) any taxing authorities having jurisdiction over the Debtors in the manner specified in the Auction Procedures. Such service shall be deemed due, timely, good and sufficient notice of the entry of this Order, the Motion and all proceedings to be held thereon; and it is further

**ORDERED**, that the Debtors are authorized to execute and deliver all instruments and documents, and take such other action as may be necessary or appropriate to implement and effectuate the transactions contemplated by this Order; and it is further

**ORDERED**, that the Court shall retain jurisdiction over any matter or dispute arising from or relating to the implementation of this Order.

**Dated: Brooklyn, New York  
September 15, 2009**



*Carla E. Craig*  
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**Carla E. Craig**  
**United States Bankruptcy Judge**